

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

SCANSOFT, INC.,

Plaintiff,

v.

VOICE SIGNAL TECHNOLOGIES, INC.,  
LAURENCE S. GILLICK, ROBERT S.  
ROTH, JONATHAN P. YAMRON, and  
MANFRED G. GRABHERR,

Defendants.

C. A. No. 04-10353-PBS

**AFFIDAVIT OF ROBERT S. FRANK, JR.**

I, Robert S. Frank, Jr., on oath depose and say

1. I am a partner of the law firm of Choate, Hall & Stewart, and a member of the bar of the Supreme Judicial Court of the Commonwealth of Massachusetts and the United States District Court for the District of Massachusetts. I am counsel to the defendants and make this affidavit in support of Voice Signal Technologies, Inc.'s Motion to Compel Production Of Documents from Disqualified Counsel Goodwin Proctor And For An Award Of Attorneys Fees.

2. On October 20, 2005, I met with Kenneth Cohen, Esq. of Goodwin Proctor ("Goodwin") concerning Goodwin's prior representation of Voice Signal. I explained to Mr. Cohen my understanding of the facts relating to prior meetings, e-mail and telephonic communications between Voice Signal and Goodwin Proctor relating to this case. Mr. Cohen stated that he was generally aware of those facts. I explained Voice Signal's view of the applicable law, and asked, on behalf of Voice Signal, that Goodwin not represent or advise

ScanSoft in (or with respect to) this case or related matters. Mr. Cohen said that he would consult with ScanSoft and respond. Thereafter, Mr. Cohen informed me that ScanSoft wished Goodwin to continue to act as ScanSoft's counsel in this case.


3. Attached hereto as Exhibit A is a true and correct copy of the transcript of a hearing held before this Court on December 12, 2005.

4. Attached hereto as Exhibit B is a true and correct copy of the subpoena served on Goodwin on April 28, 2006.

4. Attached hereto as Exhibit C is a true and correct copy of Goodwin's response to the subpoena served on April 28, 2006.

5. Attached hereto as Exhibit D is a true and correct copy of a letter, dated June 2, 2006, from Kenneth Cohen to Robert S. Frank.

Signed under the pains and penalties of perjury this 17<sup>th</sup> day of July, 2006.

  
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Robert S. Frank, Jr.

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